

Exhibit D
Wyoming Certified Corporate Registration
Documents



Wyoming Secretary of State

Edward A. Buchanan
Secretary of State

Karen L. Wheeler
Deputy Secretary of State

Certified Copy

Date: 12/1/2020 11:27PM

Through Date: 12/1/2020 11:27PM

Corporate Name: Kinetic Marketing Systems Inc.

The undersigned filing officer hereby certifies that the attached copies are a true and complete copy of the document as filed in this office.

Document Number	Description	Number of Pages
2019-002573534	RA Resignation – 6/14/2019	2
2015-000687537	Profit Corporation Articles of Incorporation– 5/26/2015	8

Respectfully,

A handwritten signature in black ink, reading "Edward A. Buchanan".

Edward A. Buchanan
Wyoming Secretary of State

Certified By: Shawn Havel





Ed Murray
Wyoming Secretary of State
 2020 Carey Avenue, Suite 700
 Cheyenne, WY 82002-0020
 Ph. 307.777.7311
 Fax 307.777.5339
 Email: Business@wyo.gov

WY Secretary of State
FILED: 06/14/2019 11:22 AM
Global Amendment ID: 20198
Affected Entities: 25

Statement of Resignation of Registered Agent

1. This change affects every entity that I represent. ☐
OR
 This change affects only the entities on the attached list. ☒
(If attaching a list of business entities do not list more than 25 entities per filing.)

2. I, Capital Administrations LLC, hereby resign my agency appointment as the registered agent for the entities listed on the attached list.

3. I hereby certify that notice of my resignation was sent on 05/07/2019 to an officer or controlling member of the business entities to its last known address thirty (30) days prior to the filing of this statement with the Wyoming Secretary of State.
(Date – mm/dd/yyyy)

4. The resignation is effective immediately upon filing of this statement with the Wyoming Secretary of State.

5. If the registered office address is currently on file as the mailing and/or principal office address, a separate notice must be provided to change the mailing and/or principal office address to the last known address.

Signature: Lindsay Moore
(Shall be executed by a person authorized by the registered agent.)

Date: 06/10/2019
(mm/dd/yyyy)

Print Name: Lindsay Moore on behalf of Capital Administrations LLC
(Authorized Agent)

Contact Person:

Title: Authorized Resigning Agent

Daytime Phone Number:

Email: tax@wyomingcompany.com

(Email provided will receive filing evidence.)
**May list multiple email addresses*

Checklist

- ☐ **No Filing Fee**
☐ Please submit one **originally signed** document.
☐ Please review form prior to submitting to the Secretary of State to ensure all areas have been completed to avoid a delay in the processing of your documents.



CAPITAL ADMINISTRATIONS LLC

C&S Construction LLC

CALFACE I LLC

Cornerstone Group International

Creative Promotions LLC

Cristonme Inc

CZEKMAET, INC.

DATMIS EQUIPMENT CORP

E Doc Inc

Elite Affiliate Consulting LLC

Exceeding Expectations LLC

Fearless Leader Holdings LLC

Fidelity Media Solutions LLC

Five Stars Media Group LLC

Galaxy Realty LLC

Get Focused LLC

Gold Quality Trucking LLC

Gordon Industries LLC

Grizzly Peak Investments LLC

HNB Holdings Inc

HOHE LLC

Huckel Hat Company LLC

iMine LLC

Jon Enterprises LLC

K & L Financial LLC

Kinetic Marketing Systems Inc

Ed Murray, WY Secretary of State

FILED: 05/26/2015 04:29 PM

ID: 2015-000687537

ARTICLES OF INCORPORATION

OF

Kinetic Marketing Systems Inc.

FIRST. The name of the corporation is:

Kinetic Marketing Systems Inc.

SECOND. Its registered office in the State of Wyoming is located at 1712 Pioneer Ave., Suite 7000, Cheyenne, Wyoming 82001. This Corporation may maintain an office, or offices, in such other place within or without the State of Wyoming as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Wyoming as well as within the State of Wyoming.

THIRD. The objects for which this Corporation is formed are:

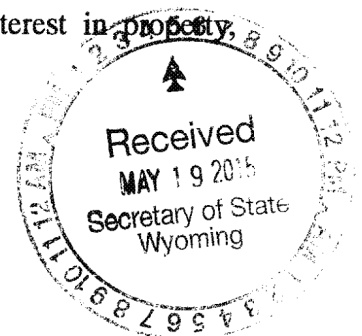
(A) To do all things necessary or convenient to carry out its business and affairs, including without limitation power to:

(B) Sue and be sued, complain and defend in its corporate name;

(C) Have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

(D) Make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(E) Purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;



SDKD-WSS-0000000001

(F) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;

(G) Purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(H) Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations which may be convertible into or include the option to purchase other securities of the corporation, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(I) Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(J) Be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

(K) Conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(L) Elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix their compensation, and lend them money and credit;

(M) Pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;

(N) Make donations for the public welfare or for charitable, scientific, or educational purposes;

(O) Transact any lawful business; and

(P) Make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

FOURTH. The total number of voting common stock authorized that may be issued by the Corporation is 1,000,000 shares of common stock without nominal or par value. Said shares may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Capital Administrations, LLC	1712 Pioneer Ave. Suite 115 Cheyenne WY 82001

EIGHTH. The registered agent for this corporation shall be:

Capital Administrations, LLC

The address of said agent, and, the registered or statutory address of this corporation in the state of Wyoming, shall be:

1712 Pioneer Ave. Ste 115
Cheyenne, WY 82001

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

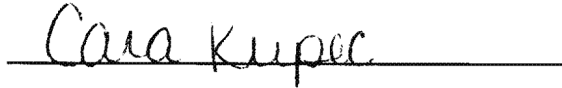
When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 17-16-833 of the Wyoming Statutes; (iii) for any breach of the director's duty of loyalty, as defined by the Wyoming Business Corporation Act, to the corporation or its shareholders; or (iv) for any transaction from which the officer or director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Wyoming, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of May, 2015.

A handwritten signature in cursive script, reading "Cara Kupec", is written over a solid horizontal line.

Cara Kupec,
Capital Administrations, LLC Incorporator
tax@wyomingcompany.com

**CONSENT TO
APPOINTMENT BY REGISTERED AGENT**

1. Capital Administrations, LLC, located at 1712 Pioneer Ave. Suite 115 Cheyenne, WY, 82001, voluntarily consent to serve as the registered agent for Kinetic Marketing Systems Inc. on the date shown below.

2. The registered agent certifies that he is: (circle one)
 - (a) An individual who resides in this state and whose business office is identical with the registered office;
 - ☒ (b) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or
 - (c) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.

3. I know and hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Dated this 18th day of May, 2015.

Cara Kupec
Cara Kupec, on behalf of
Registered Agent Capital Administrations, LLC

STATE OF WYOMING
Office of the Secretary of State

I, EDWARD F. MURRAY, III, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF INCORPORATION

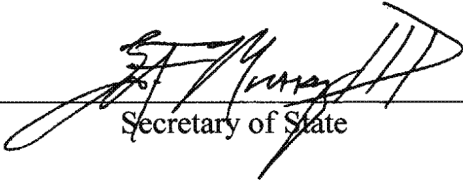
Kinetic Marketing Systems Inc.

Accordingly, the undersigned, by virtue of the authority vested in me by the law, hereby issues this Certificate.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **26th** day of **May**, **2015**.



Filed Date: 05/26/2015


Secretary of State

By: Jessica Cockrell

STATE OF WYOMING * SECRETARY OF STATE
EDWARD A. BUCHANAN
BUSINESS DIVISION

Herschler Bldg East, Ste.100 & 101, Cheyenne, WY 82002-0020

Phone 307-777-7311

Website: <http://soswy.state.wy.us> · Email: business@wyo.gov

Filing Information



Please note that this form CANNOT be submitted in place of your Annual Report.

Name	Kinetic Marketing Systems Inc.		
Filing ID	2015-000687537		
Type	Profit Corporation	Status	Inactive - Administratively Dissolved (No Agent)

General Information

Old Name		Sub Status	Current
Fictitious Name		Standing - Tax	Good
		Standing - RA	Delinquent
Sub Type		Standing - Other	Good
Formed in	Wyoming	Filing Date	05/26/2015 4:29 PM
Term of Duration	Perpetual	Delayed Effective Date	
		Inactive Date	08/22/2019

Share Information

Common Shares	1,000,000	Preferred Shares		Additional Stock	N
Par Value	0.0000	Par Value	0.0000		

Principal Address

1712 Pioneer Ave Ste 7000
Cheyenne, WY 82001

Mailing Address

1712 Pioneer Ave Ste 7000
Cheyenne, WY 82001

Registered Agent Address

No Agent
No Office
Cheyenne, WY 82001

Parties

Type	Name / Organization / Address
Incorporator	Capital Administrations LLC

Notes

Date	Recorded By	Note
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Filing Information



Please note that this form **CANNOT** be submitted in place of your Annual Report.

Name	Kinetic Marketing Systems Inc.		
Filing ID	2015-000687537		
Type	Profit Corporation	Status	Inactive - Administratively Dissolved (No Agent)

Most Recent Annual Report Information

Type	Original		AR Year	2019
License Tax	\$50.00	AR Exempt	N	AR ID
AR Date	6/20/2018 12:41 PM			
Web Filed	Y			

Officers / Directors

Type	Name / Organization / Address
Secretary / Director	Susan Lee Scott [REDACTED] Salt Lake City, Utah [REDACTED]

Principal Address

1712 Pioneer Ave Ste 7000
Cheyenne, WY 82001

Mailing Address

1712 Pioneer Ave Ste 7000
Cheyenne, WY 82001

Annual Report History

Num	Status	Date	Year	Tax
02471210	Original	04/14/2016	2016	\$50.00
02782295	Original	04/24/2017	2017	\$50.00
03459804	Original	04/04/2018	2018	\$50.00
03658147	Original	06/20/2018	2019	\$50.00

Amendment History

ID	Description	Date
2019-002611845	Dissolution / Revocation - RA	08/22/2019
	Filing Status Changed From: Active To: Inactive - Administratively Dissolved (No Agent)	
	Inactive Date Changed From: No Value To: 08/22/2019	
2019-002573534	RA Resignation	06/14/2019
See Filing ID	Initial Filing	05/26/2015

2019**Profit Corporation Annual Report**

Due on or Before: May 1, 2019
 ID: 2015-000687537
 State of Formation: Wyoming
 License Tax Paid: \$50.00
 AR Number: 03658147

For Office Use Only

Wyoming Secretary of State
 2020 Carey Avenue, Cheyenne, WY 82002-0020
 307-777-7311
<https://wyobiz.wy.gov/Business/AnnualReport.aspx>

Kinetic Marketing Systems Inc.**1: Mailing Address**

1712 Pioneer Ave Ste 7000
 Cheyenne, WY 82001

Current Registered Agent:
 Capital Administrations LLC
 1712 Pioneer Ave Ste 115
 Cheyenne, WY 82001

2: Principal Office Address

1712 Pioneer Ave Ste 7000
 Cheyenne, WY 82001

• Please review the current Registered Agent information and, if it needs to be changed or updated, complete the appropriate Statement of Change form available from the Secretary of State's website at <http://soswy.state.wy.us>

Phone: (307) 778-4730

Email: tax@wyomingcompany.com

3: Officers and Directors

Secretary / Director Susan Lee Scott - [REDACTED] Salt Lake City, Utah [REDACTED]

I hereby certify under the penalty of perjury that the information I am submitting is true and correct to the best of my knowledge.

Susan Lee Scott

Signature of Treasurer or Fiscal Agent

Susan Lee Scott

Printed Name of Treasurer or Fiscal Agent

June 20, 2018

Date

The fee is \$50 or two-tenths of one mill on the dollar (\$.0002), whichever is greater.

Instructions:

1. Complete the required worksheet.
2. Sign and date this form and return it to the Secretary of State at the address provided above.